

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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IN RE MERRILL LYNCH AUCTION	:	Master Case File
RATE SECURITIES LITIGATION	:	No. 09-md-2030 (LAP)
	:	
-----X	:	ECF Case
This Document Relates To	:	Electronically Filed
No. 1:09-cv-5403-LAP	:	
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**DECLARATION OF A. INGE SELDEN III IN SUPPORT OF
DEFENDANT'S MOTION TO DISMISS PLAINTIFF'S
SECOND AMENDED COMPLAINT**

A. INGE SELDEN III, under penalty of perjury, declares as follows:

1. I have been admitted pro hac vice in District Court for the Eastern District of Kentucky where this matter was originally filed before being transferred to this Court and am a member of the firm Maynard, Cooper & Gale, P.C., attorneys for Defendant Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Defendant").
2. I submit this declaration in support of Defendant's Motion To Dismiss Plaintiff's Second Amended Complaint and to transmit to the Court true and correct copies of the following documents, to which reference is made in Defendant's Memorandum of Law:

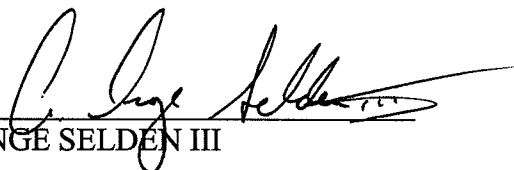
Exhibit A Excerpts from the Private Placement Memorandum for Auction Pass-Through Certificates, Series 2006-2 Relating to Federal National Mortgage Association (FNMA) (filed on January 24, 2006) (purchased by Community Trust, Compl. ¶ 24)

Exhibit B United States Securities and Exchange Commission (the "SEC") Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order Pursuant to Section 8A of The Securities Act of 1933 and Section 15(b) of The Securities Exchange Act of 1934 (May 31, 2006) (referenced in Compl. ¶ 37)

- Exhibit C ARS Trade Confirmation (Jan. 24, 2006) (*see* Compl. ¶ 24)
- Exhibit D Merrill Lynch, Description of Merrill Lynch's Auction Rate Securities Practices and Procedures (referenced in Compl. ¶ 37)
- Exhibit E Associated Press, *SEC examining possible deception practices in auction bond market*, Associated Press Worldstream (June 24, 2004)
- Exhibit F Aaron Lucchetti, *SEC Probes How Major Firms Handled Auction-Rate Bonds*, Wall Street Journal (June 24, 2004)
- Exhibit G Stan Rosenberg, *Muni Watch: Cook County Opts For Variable-Rate Debt Sale*, Dow Jones Capital Markets Report (June 28, 2004)
- Exhibit H CBSMarketWatch, *SEC probes banks bond practices*, CBSMarketWatch (Sept. 16, 2004)
- Exhibit I Reuters, *Citigroup, 3 others face SEC auction-rate probe*, Reuters News (Sept. 16, 2004)
- Exhibit J Bloomberg News, *Firms Face SEC's Auction-Rate Probe*, Los Angeles Times (Sept. 16, 2004)

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 18, 2009


A. INGE SELDEN III